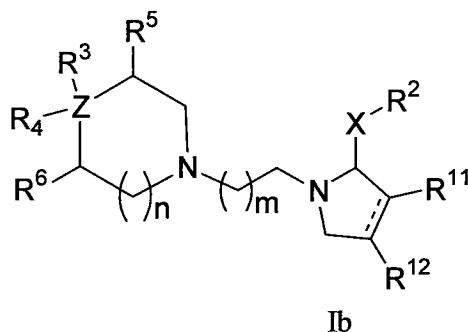


Amendments To the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

41. (previously presented) A compound of formula Ib, or a pharmaceutically acceptable salt or individual diastereomer thereof:



wherein:

the dashed line represents a single or a double bond;

Z is selected from:

C, N, and -O-, wherein when Z is N, R⁴ is absent and n is 1; and when Z is -O-, both R³ and R⁴ are absent, and n is 1; and when Z is C, n is 0, 1, or 2;

X is -CONH-;

R² is -CH₂-phenyl,

wherein phenyl is unsubstituted or substituted with 1-3 substituents independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C₁₋₃alkyl,
- (f) -O-C₁₋₃alkyl, and
- (h) -CO₂H;

R³ is selected from H and -(C₀₋₆alkyl)-phenyl,

wherein alkyl is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C₁₋₃alkyl, and
- (d) trifluoromethyl,

and wherein phenyl is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d) C₁₋₃alkyl,
- (e) -O-C₁₋₃alkyl,
- (f) -CO₂R⁹,
- (g) -CN,
- (h) -NR⁹R¹⁰, and
- (i) -CONR⁹R¹⁰;

R⁴ is selected from the group consisting of:

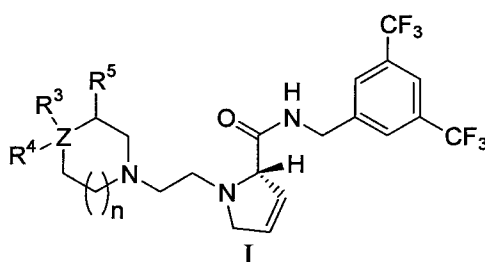
- (a) hydrogen,
- (b) hydroxy,
- (c) C₁₋₆alkyl,
- (d) C₁₋₆alkyl-hydroxy,
- (e) -O-C₁₋₃alkyl,
- (f) -CO₂R⁹,
- (g) -CONR⁹R¹⁰, and
- (h) -CN;

R⁹ and R¹⁰ are each independently selected from H and C₁₋₆alkyl;

R^5 and R^6 are each independently selected from the group consisting of:

- (a) hydrogen,
- (b) hydroxy,
- (c) $-CH_3$,
- (d) $-O-CH_3$, and
- (e) oxo; or alternatively

R^6 is H, and R^5 is defined in the Table below for compounds of formula I in which R^3 , R^4 , Z, and n are as defined in the Table:



wherein each compound of formula I has the substituents shown in the table:

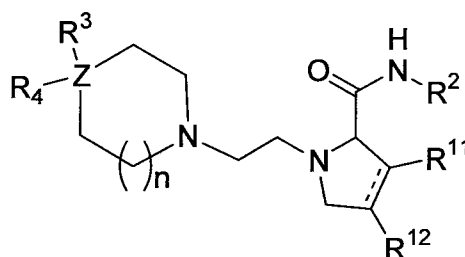
Ex.	R^3	R^4	R^5	n	Z
54	H	H	Ph	0	C
55	H	H	$PhCH_2$	1	C
57	H	H	NHBoc	0	C
59	H	H	o-MePh	0	C
60	H	$HOCH_2$	Ph	0	C
62	H	H	Ph	1	C
64	H	H	Ph	1	C
67	H	H	CO_2Me	1	C;

and

R^{11} and R^{12} are H; and

m is an integer selected from 1 and 2.

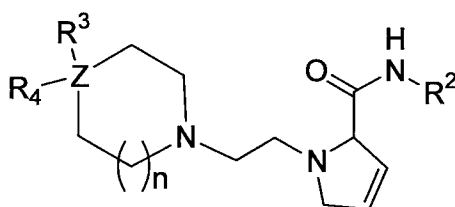
42. (previously presented) The compound of Claim 41 having the formula Id:



Id

or a pharmaceutically acceptable salt or individual diastereomer thereof.

43. (previously presented) The compound of Claim 41 of formula If:



If

or a pharmaceutically acceptable salt or individual diastereomer thereof.

44. (previously presented) The compound of Claim 41 wherein Z is -C- or -N-.

45. (previously presented) The compound of Claim 41 wherein n is 0 or 1.

46. (previously presented) The compound of Claim 41 wherein m is 1.

47. (previously presented) The compound of Claim 41 wherein R² is selected from:

- (1) -CH₂-(phenyl),
- (2) -CH₂-(4-bromophenyl),
- (3) -CH₂-(3-chlorophenyl),
- (4) -CH₂-(3,5-difluorophenyl),
- (5) -CH₂-((2-trifluoromethyl)phenyl),
- (6) -CH₂-((3-trifluoromethyl)phenyl),

- (7) -CH₂-((4-trifluoromethyl)phenyl),
- (8) -CH₂-((3-trifluoromethoxy)phenyl),
- (9) -CH₂-((3-trifluoromethoxy-5-methoxy)phenyl),
- (10) -CH₂-((3,5-bis-trifluoromethyl)phenyl), and
- (11) -CH₂-((3-fluoro-5-trifluoromethyl)phenyl),

48. (previously presented) The compound of Claim 41 wherein R² is -CH₂-((3,5-bis-trifluoromethyl)phenyl).

49. (previously presented) The compound of Claim 41 wherein R³ is hydrogen or phenyl, wherein the phenyl is unsubstituted or substituted with 1-5 substituents independently selected from:


- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d) C₁₋₃alkyl,
- (e) -O-C₁₋₃alkyl,
- (f) -CO₂R⁹,
- (g) -CN,
- (h) -NR⁹R¹⁰, and
- (i) -CONR⁹R¹⁰.

50. (previously presented) The compound of Claim 41 wherein R³ is hydrogen or phenyl, where phenyl is unsubstituted or substituted with 1-3 substituents independently selected from:


- (a) halo,
- (c) hydroxy,
- (d) C₁₋₃alkyl,
- (e) -O-C₁₋₃alkyl, and
- (f) -CO₂R⁹.

51. (previously presented) The compound of Claim 41 wherein R³ is phenyl or para-fluorophenyl.

- (a) hydrogen,
- (b) hydroxy,
- (c) $\text{-CO}_2\text{H}$,
- (d) $\text{-CO}_2\text{C}_{1-6}\text{alkyl}$, and
- (e) -CN .



Ex. 52



Ex. 78

Chemical structure I: A general structure for a compound of the invention. It features a substituted pyrrolidine ring (labeled I) connected via a methylene chain to a nitrogen atom in a ring containing a Z atom. The Z atom is substituted with R³ and R⁴, and the ring also has R⁵ and a methylene group (indicated by a circled n). The pyrrolidine ring is substituted with a 3,5-bis(trifluoromethyl)benzyl group.

Ex.	R ³	R ⁴	R ⁵	n	Z
53	H	H	H	0	C
54	H	H	Ph	0	C
55	H	H	PhCH ₂	1	C
56	H	H	OH	1	C
57	H	H	NHBoc	0	C
58	H	H	OH	0	C
59	H	H	o-MePh	0	C
60	H	HOCH ₂	Ph	0	C

61	PhCH ₂ CH ₂ CH ₂	OH	H	1	C
62	H	H	Ph	1	C
63	Ph	H	H	1	C
64	H	H	Ph	1	C
65	H	NHBoc	H	1	C
66	H	CO ₂ Me	H	1	C
67	H	H	CO ₂ Me	1	C
68	CO ₂ Me	None	H	1	N
69	Ph	None	H	1	N
70	None	None	H	1	O
71	H	H	H	2	C.

and

55. (previously presented) A pharmaceutical composition which comprises an inert carrier and the compound of Claim 41.

56. (previously presented) A method for modulation of CCR2 receptor activity in a mammal in need thereof which comprises the administration of an effective amount of the compound of Claim 41.

57 – 59. Canceled